

**THE BYLAWS OF THE ALABAMA-MISSISSIPPI SECTION
OF THE
AMERICAN WATER WORKS ASSOCIATION**

ARTICLE I – NAME

The name of this organization shall be the Alabama-Mississippi Section of the American Water Works Association (hereinafter the “Section”). The American Water Works Association shall hereinafter be referred to as the “Association.”

ARTICLE II – OBJECTIVES

The objectives of this Section are to promote public health, safety, and welfare through the improvement of the quality and quantity of water delivered to the public and the development and furtherance of understanding of the problems relating thereto by:

- a) advancing the knowledge of the design, construction, operation, water treatment, and management of water utilities;
- b) advancing the knowledge of the problems involved in the development of resources, production and distribution of safe and adequate water supplies;
- c) educating the public on the problems of water supply and promoting a spirit of cooperation between consumers and suppliers in solving these problems; and
- d) conducting research to determine the causes of problems of providing a safe and adequate water supply and proposing solutions thereto in an effort to improve the quality and quantity of the water supply provided to the public.

ARTICLE III – HEADQUARTERS AND OPERATIONS

- 3.1 The headquarters of the Section shall be at the office of the secretary-treasurer of the Section, unless otherwise designated by the Board of Trustees of the Section.
- 3.2 These bylaws and all matters pertaining to the operation of the Section shall be in accordance with the Articles of Incorporation, Bylaws, the Board Policy Manual of the American Water Works Association, and the Affiliation Agreement entered into between the Section and Association (collectively, the “AWWA Documents”). In the event of any conflict between these bylaws or the policies and procedures of the Section and the AWWA Documents, the AWWA Documents shall control.

ARTICLE IV – MEMBERSHIP

- 4.1 The membership of the Section shall consist of those members of the American Water Works Association in good standing who reside in or have principal business activity in the geographical boundaries of the Alabama-Mississippi Section, including Members within primary membership in another Section (multi-Section Members), and those assigned to the Alabama-Mississippi Section by the Chief Executive Officer of the American Water Works Association (hereinafter, “Members”).

- 4.2 The geographic boundaries of the Alabama-Mississippi Section are defined as the states of Alabama and Mississippi.

ARTICLE V – ELIGIBILITY TO VOTE

- 5.1 All members of the Section in good standing, including multi-Section Members, are eligible to vote. Each member shall have one vote.
- 5.2 Occasions where a vote of the membership is required include: the election of Section officers and/or other members of the Section Board of Trustees as described herein; approval of a proposed amendment of these bylaws; approval of a special dues assessment of the Section membership; or in any other event that the Section Board of Trustees, by resolution, requires the vote of the Section membership.
- 5.3 Except as otherwise specified in these bylaws, the required vote to approve any matter put before the Members shall be a majority of the Members in good standing present at a meeting where notice was given to all such Members at least ten (10) days before the date of the meeting (a “Fully Noticed Meeting”).
- 5.4 The vote necessary for the Members to elect one or more trustees to the Board of Trustees is set forth in Section 7.5 of these bylaws.
- 5.5 Members may, to the extent permitted by law, take action without a meeting by means of a written consent to action signed by a majority of the Members in good standing on the date of the action.

ARTICLE VI – SECTION FINANCES

- 6.1 Dues shall be assessed against members as required for membership in the Association. The Section may, in accordance with the procedures defined in the AWWA Documents and established guidelines of the Association, apply for permission to levy a Section dues assessment, which shall be in addition to, and not a substitute for, AWWA membership dues. The Section assessment would be levied annually at the time of membership renewal, and the revenue collected would be used to increase the funds available for Section uses consistent with the Association’s objectives and policies. Only the Association can determine and collect dues and assessments.
- 6.2 The Section reserves the right to collect fees for Section activities and events, as appropriate (e.g., registration fees for annual meetings, teleconferences, and other educational programs). Such fees will be established in accordance with these bylaws, the policies and procedures of the Section, and AWWA Documents.
- 6.3 All Section finances shall be managed in accordance with the AWWA Documents, the Section’s policies and procedures, and all applicable financial rules and regulations of the states of Alabama and Mississippi. The Section shall conduct, on an annual basis, an internal audit of all Section finances. An independent audit of all

finances shall be conducted every three years at the end of the term of the secretary-treasurer or as needed. A copy of the audited or reviewed financial Statement shall be provided to the Association. The audit or review shall be conducted by a qualified accountant who is not employed by or affiliated with (a) any employee or independent contractor of the Section involved with the Section's finances nor (b) any officer or non-officer trustee of the Section.

ARTICLE VII – SECTION GOVERNANCE

7.1 Authority and Purpose of the Board of Trustees

The property, affairs, and business of the Section shall be managed by the Board of Trustees, and the Board of Trustees shall have full power to establish and modify the policies for the conduct, management, and direction of the business and affairs of the Section, except for those matters specifically reserved or granted to the Members by statute or by the AWWA Documents.

7.2 Members and Structure of the Board of Trustees

The Board of Trustees shall consist of a chair, vice-chair, past-chair, AWWA Director, secretary-treasurer, and two trustee-at-large positions (one from each state) who shall be elected by the members of the Section as set out herein.

7.3 Eligibility to Serve on Board of Trustees

7.3.1 Any member of the Section in good standing, including a multi-Section Member, shall be eligible to hold elective office in the Section. Multi-Section Members may hold office in only one Section at a time.

7.3.2 The vice-chair shall be selected from the membership of the state other than the membership state of the chair.

7.3.3 The secretary-treasurer shall be chosen from the state other than the membership state of the AWWA Director.

The AWWA Director shall be chosen from the state other than the membership state of the last AWWA Director.

The trustee-at-large (AL) shall be chosen from the membership of the state of Alabama and the trustee-at-large (MS) shall be chosen from the membership of the state of Mississippi.

7.3.4 No more than 60% of the Board of Trustees shall be residents of the same state, with the exception of the period of time between dates the Section officers take office and the AWWA Director takes office.

7.3.5 No officer shall be eligible to succeed himself until he has been out of that office for at least one year.

- 7.3.6 Two or more offices may not be held by the same individual with the exception of the offices of secretary and treasurer.

7.4 Nominations for Members of the Board of Trustees

- 7.4.1 At least thirty days prior to an annual meeting of the Section, the chair shall appoint a Nominating Committee. The Nominating Committee should consist of the immediate past-chair, who shall serve as the Nominating Committee Chair, and the next two most immediate past-chairs. If any of the past-chairs are unable to serve on the Nominating Committee, the Board of Trustees may appoint any other member deemed appropriate, based on knowledge of and experience in the Section. The purpose of the Nominating Committee shall be to nominate candidates for the Section Board of Trustees for the incoming annual term for all positions, except the position of the AWWA Director, as outlined in 7.4.2 below.

- 7.4.2 At least thirty days prior to an annual meeting of the Section, the chair shall appoint a separate Nominating Committee, consisting of three members, for the sole purpose of nominating an AWWA Director. (This will typically occur every third year when the term of Director is set to expire.) The Nominating Committee shall consist of the current AWWA Director, who shall serve as the Nominating Committee Chair, and the next two most immediate Past Directors. If any of the Past Directors are unable to serve on the Nominating Committee, the Board of Trustees may appoint any other member deemed appropriate, based on knowledge of and experience in the Section. The AWWA Director shall be nominated and elected in a manner and for a term consistent with Article III of the Bylaws of the Association.

- 7.4.3 Each Nominating Committee shall report to the Section at a previously announced business session of the Section meeting and shall then place in nomination at least one eligible candidate for each of the offices to be filled. The chair will automatically be nominated for the past-chair and the vice-chair nominated for chair. Other nominations may also be made and received from members of the Section from the floor.

7.5 Election of Members of the Board of Trustees

- 7.5.1 Election of members of the Board of Trustees shall take place at the business meeting held during the annual meeting of the Section or, if approved by the Board of Trustees, by any other process permitted by law. From the nominees properly made as set out in Section 7.4, the new officers shall then be immediately elected by a majority vote of the Section members present, voting to take place by voice vote or by ballot. The new officers so elected shall take office at the close of the annual meeting at which they are elected except as set out herein.

7.6 Terms of Office for Board of Trustees

- 7.6.1 The AWWA Director shall be elected for a term of three years or as otherwise required by the Bylaws of the Association. The term for the AWWA Director shall begin at the Association's Annual Conference immediately following the Section meeting in which the Director is elected.

7.6.2 The terms of the chair, vice-chair, past-chair, and trustee-at-large shall be one (1) year. These terms shall commence following the turning over of the gavel of office during the Section annual meeting at which they are elected or succeed to office, and shall terminate at the turning over of the gavel of office of the Annual Conference at which their term expires.

7.6.3 The term of secretary-treasurer shall begin January 1 immediately following the Section meeting in which he is elected. The term for the secretary-treasurer is three years.

7.7 Vacancies on the Board of Trustees

7.7.1 In the case of a vacancy in the office of the AWWA Director, a successor to serve for the remainder of the term shall be selected by the members of the Section as prescribed herein or shall be appointed by the Board of Trustees. The secretary-treasurer shall notify the Chief Executive Officer of the Association of such selection.

7.7.2 The voting members of the Board of Trustees may remove any officer or non-officer trustee from the Board before the expiration of the trustee's term of office if the officer or trustee is found to have willfully failed to carry out the trustee's duties and responsibilities if so determined by a unanimous vote of the other trustees. The Members may also vote to remove, with or without cause, any officer or Trustee by a majority vote at any Fully Noticed Meeting of Members.

7.7.3 In the case of a vacancy in the office of the chair, vice-chair, past-chair, secretary-treasurer, or trustee-at-large, the Board of Trustees, by majority vote, shall appoint a suitable replacement to complete the term of the vacant position.

7.8 Duties of Board of Trustees

7.8.1 The duties of the chair shall be to supervise and coordinate all affairs of the Section. The chair shall preside at all meetings of the Section and the Board of Trustees. He shall appoint all committee chairs of the Section, except as otherwise provided herein or directed by the Board of Trustees.

7.8.2 The vice-chair shall perform the duties of the chair in the latter's absence, together with such other regular duties as may be assigned to him by the Chair or the Board of Trustees.

7.8.3 The secretary-treasurer shall attend all meetings of the Section and the Board of Trustees, shall duly record the proceedings thereof, and shall perform all duties as assigned by the Board of Trustees. In addition, the secretary-treasurer shall have or provide for the custody of the funds or other property of the Section and shall keep or see to the keeping of a separate book account of the same; shall collect and receive or provide for the collection and receipt of monies earned by or in any manner due to or received by the Section; and shall deposit or see to the deposit of all funds of the Section in such banks or other places of deposit as the Board of Trustees may from time to time direct and designate. In addition, the secretary-treasurer shall, whenever so required by the Board of Trustees, render an account, showing all transactions as secretary-treasurer, and the financial condition of the Section; and, in general, shall perform all duties incident to the office of treasurer of a corporation.

- 7.8.4 The AWWA Director shall be a member of the Section's Board of Trustees and of the Association's Board of Directors, in accordance with the provisions of the Bylaws of the Association. The AWWA Director shall be bound to adhere to the obligations of AWWA and its Board of Directors as set forth in the AWWA Documents. The Section acknowledges that, in the course of the AWWA Director's duties, the AWWA Director may be faced with decisions that benefit AWWA and its Sections but not necessarily the Section from which the AWWA Director comes. Whenever the interests of the Section and the Association are in conflict in a matter being considered by the AWWA Board, the AWWA Director is bound to disclose such conflict to the AWWA Board and may, in certain cases, be required to abstain from deliberations or voting on such matters by the AWWA Board of Directors
- 7.8.5 The past-chair shall perform duties as may be assigned to him by the chair or the Board of Trustees.
- 7.8.6 The trustees-at-large shall represent the membership of their respective state and shall perform those duties assigned them by the chair or the Board of Trustees.

ARTICLE VIII – MEETINGS

- 8.1 The Board of Trustees shall meet at least once each year to conduct the business of the Section. Quorum for a meeting of the Board of Trustees is a majority of the trustees.
- 8.2 The Section itself shall hold at least one business meeting a year to elect officers and conduct other business as may be necessary. Quorum for an annual business meeting of the Section shall be the Members present at the business meeting.
- 8.3 For the purpose of achieving the objectives of the Association and the Section, the Section is expected to hold an annual conference at which technical papers are presented and water supply industry issues are discussed. Such conference may be held jointly with other water associations. Its location shall be approved by the Board of Trustees.
- 8.4 All Board of Trustees and committee meetings shall convene in accordance with Section policies and procedures. Except as may be otherwise determined by the Board of Trustees or committee, meetings should be conducted in accordance with the latest edition of "Robert's Rules of Order."

ARTICLE IX – COMMITTEES

- 9.1 The Section may establish committees to conduct Section programs and business.
- 9.2 Committees shall be established and shall convene in accordance with the Section policies and procedures.
- 9.3 The Board of Trustees has the authority to create and dissolve committees within the organization.

ARTICLE X – DISTRICTS

- 10.1 For ease of organization, the Board of Trustees may divide the Section into districts that are governed by the Board of Trustees.
- 10.2 Any district may be dissolved by the Board of Trustees for reasons that it believes to be sufficient.

ARTICLE XI – AMENDMENTS TO SECTION BYLAWS

- 11.1 Amendments to these bylaws may be proposed by either a unanimous affirmative vote of the Board of Trustees, or by written petition signed by twenty eligible voting members of the Section. All such proposals shall be submitted to the secretary-treasurer, who will bring the proposal to the attention of the Board of Trustees.
- 11.2 These bylaws may be amended at any annual business meeting of the Section by a majority vote of eligible voting members present at the meeting, provided however, that all members shall have written notice at least 30 days in advance in which to consider the proposed amendment(s) prior to voting upon it.
- 11.3. At the discretion of the Board of Trustees, the bylaws may also be amended by a mailed ballot, with an affirmative vote of a majority of the ballots returned by eligible voting members. All eligible voting Members shall be provided a copy of the proposed amendment(s) with the mailed ballot and shall be given at least 30 days to return the ballot.
- 11.4 If the amendment(s) is approved by the Section membership, the secretary-treasurer shall submit the amendment(s) to the Chief Executive Officer of the Association for approval by the Association's Executive Committee.
- 11.5 Such amendment(s) shall be effective only after receiving notice from the Association that the amendment(s) has been approved by the AWWA Executive Committee. Amendments that are adopted by the Members but not approved by the AWWA Executive Committee shall be ineffective.

ARTICLE XII – DISSOLUTION

- 12.1 In case of dissolution of the Section, such portions of the funds or property thereof that may have been derived from the general funds of the Association shall be returned to the Association.
- 12.2 The balance of the Section funds or property shall be disposed of by transfer and distribution to the Association, another Section of the Association, or to any one or more non-profit organizations, funds, or foundations with like purposes or goals that is organized and operated in an area included in an Association Section, hereinafter referred to as the "receiving organization."

12.3 The following shall be characteristic of the receiving organization:

- that it be operated exclusively for scientific or educational purposes;
- that no part of the net earnings of which inures to the benefit of any private shareholders or individual;
- that no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislations; and
- that it does not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The receiving organization would then qualify under the provisions of Section 501(c)(3) of the United States Internal Revenue Code, as they now exist or as they may hereafter be amended.

12.4 Any such receiving organization(s) shall be selected by vote of the majority of the members of the Section present at a meeting called for this purpose. If for any reasons such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment, or decree of a court having jurisdiction over the assets and property of the Section.

ARTICLE XIII – INDEMNIFICATION

13.1 Indemnification of officers and non-officer trustees of the Section is provided by the Association, as described in their Bylaws, Article VI, Section 6.01.